

United States Bankruptcy Court District of Minnesota					Voluntary Petition														
Name of Debtor (if individual, enter Last, First, Middle): TWIN CITY BAGEL, INC.					Name of Joint Debtor (Spouse) (Last, First, Middle):														
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA NATIONAL CHOICE BAKERY					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):														
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 41-1689112					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)														
Street Address of Debtor (No. and Street, City, and State): 130 HARDMAN AVENUE SOUTH SOUTH ST PAUL, MN ZIP Code 55075					Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code														
County of Residence or of the Principal Place of Business: DAKOTA					County of Residence or of the Principal Place of Business:														
Mailing Address of Debtor (if different from street address): ZIP Code					Mailing Address of Joint Debtor (if different from street address): ZIP Code														
Location of Principal Assets of Business Debtor (if different from street address above):																			
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)			Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.													
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).															
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						THIS SPACE IS FOR COURT USE ONLY													
Estimated Number of Creditors <table><tr><td><input type="checkbox"/> 1-49</td><td><input type="checkbox"/> 50-99</td><td><input checked="" type="checkbox"/> 100-199</td><td><input type="checkbox"/> 200-999</td><td><input type="checkbox"/> 1,000-5,000</td><td><input type="checkbox"/> 5,001-10,000</td><td><input type="checkbox"/> 10,001-25,000</td><td><input type="checkbox"/> 25,001-50,000</td><td><input type="checkbox"/> 50,001-100,000</td><td><input type="checkbox"/> OVER 100,000</td></tr></table>										<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000					<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000						
Estimated Assets <table><tr><td><input type="checkbox"/> \$0 to \$50,000</td><td><input type="checkbox"/> \$50,001 to \$100,000</td><td><input type="checkbox"/> \$100,001 to \$500,000</td><td><input type="checkbox"/> \$500,001 to \$1 million</td><td><input type="checkbox"/> \$1,000,001 to \$10 million</td><td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td><td><input type="checkbox"/> \$50,000,001 to \$100 million</td><td><input type="checkbox"/> \$100,000,001 to \$500 million</td><td><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td><input type="checkbox"/> More than \$1 billion</td></tr></table>										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion										
Estimated Liabilities <table><tr><td><input type="checkbox"/> \$0 to \$50,000</td><td><input type="checkbox"/> \$50,001 to \$100,000</td><td><input type="checkbox"/> \$100,001 to \$500,000</td><td><input type="checkbox"/> \$500,001 to \$1 million</td><td><input type="checkbox"/> \$1,000,001 to \$10 million</td><td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td><td><input type="checkbox"/> \$50,000,001 to \$100 million</td><td><input type="checkbox"/> \$100,000,001 to \$500 million</td><td><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td><input type="checkbox"/> More than \$1 billion</td></tr></table>						<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion				
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Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

TWIN CITY BAGEL, INC.**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☒ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

TWIN CITY BAGEL, INC.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Attorney*

X **/s/ MICHAEL L MEYER** _____
Signature of Attorney for Debtor(s)

MICHAEL L MEYER 72527

Printed Name of Attorney for Debtor(s)

RAVICH MEYER KIRKMAN McGRATH NAUMAN & TANSEY PA

Firm Name

**4545 IDS CENTER
80 SOUTH EIGHTH STREET
MINNEAPOLIS, MN 55402-2225**

Address

Email: mlmeyer@ravichmeyer.com

612-332-8511 Fax: 612-332-8302

Telephone Number

September 27, 2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X **/s/ SHIMON HAROSH** _____
Signature of Authorized Individual

SHIMON HAROSH

Printed Name of Authorized Individual

PRESIDENT

Title of Authorized Individual

September 27, 2011

Date

B 1A (Official Form 1, Exhibit A) (9/97)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
District of Minnesota**

In re **TWIN CITY BAGEL, INC.**

Debtor(s)

Case No.
Chapter

11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____.

2. The following financial data is the latest available information and refers to the debtor's condition on **8/31/2011**.

a. Total assets \$ **8,102,931.00**

b. Total debts (including debts listed in 2.c., below) \$ **4,690,731.00**

c. Debt securities held by more than 500 holders:

Approximate
number of
holders:

secured	<input checked="" type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>2,170,790.00</u>	<u>2</u>
secured	<input type="checkbox"/>	unsecured	<input checked="" type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>2,519,941.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>

d. Number of shares of preferred stock **0** **0**

e. Number of shares common stock **0** **0**

Comments, if any:

3. Brief description of Debtor's business:

BAGEL MANUFACTURER

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

SHIMON HAROSH AND MICHEL ROUACHE

**United States Bankruptcy Court
District of Minnesota**

In re **TWIN CITY BAGEL, INC.**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
CONAGRA ATTN TODD BANCHOR P O BOX 93462 CHICAGO, IL 60673	TODD BANCHOR CONAGRA P O BOX 93462 CHICAGO, IL 60673 402-240-7307	TRADE DEBT		443,778.83
NORTHERN INGREDIENTS CO ATTN BOB SCHAFER 1260 GREY FOX ROAD ARDEN HILLS, MN 55112	BOB SCHAFER NORTHERN INGREDIENTS CO 1260 GREY FOX ROAD ARDEN HILLS, MN 55112 651-789-6690	TRADE DEBT		180,879.69
RISTOW TRUCKING ATTN MIKE RISTOW P O BOX 67 HAMMOND, WI 54015	MIKE RISTOW RISTOW TRUCKING P O BOX 67 HAMMOND, WI 54015 866-970-5516	TRADE DEBT		73,517.40
CARGILL INCORPORATED ATTN NICK WARREN P O BOX 1450 MW 9658 MINNEAPOLIS, MN 55485-9685	NICK WARREN CARGILL INCORPORATED P O BOX 1450 MW 9658 MINNEAPOLIS, MN 55485-9685 800-934-0544	TRADE DEBT		64,430.95
TILSNER CARTON ATTN M. RAPPAPORT 162 YORK AVENUE EAST ST PAUL, MN 55117-5557	M. RAPPAPORT TILSNER CARTON 162 YORK AVENUE EAST ST PAUL, MN 55117-5557 651-223-0522	TRADE DEBT		40,283.93
CHP BLENDERS ATTN A. ANDERSON P O BOX 26377 FENTON, MO 63026	A. ANDERSON CHP BLENDERS P O BOX 26377 FENTON, MO 63026 636-717-2100	TRADE DEBT		34,941.09
CEREAL INGREDIENTS ATTN W. WILSON 4720 SOUTH 13TH STREET LEAVENWORTH, KS 66048	W. WILSON CEREAL INGREDIENTS 4720 SOUTH 13TH STREET LEAVENWORTH, KS 66048 913-727-3434	TRADE DEBT		31,360.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
LESAFFRE YEAST CORPORATION ATTN GAIL PIEKARSKI 7475 WEST MAIN STREET MILWAUKEE, WI 53214	GAIL PIEKARSKI LESAFFRE YEAST CORPORATION 7475 WEST MAIN STREET MILWAUKEE, WI 53214 800-558-7279	TRADE DEBT		27,330.00
BEMIS ATTN BOB MARTIN 22657 NETWORK PALCE CHICAGO, IL 60673	BOB MARTIN BEMIS 22657 NETWORK PALCE CHICAGO, IL 60673 800-457-0861	TRADE DEBT		27,239.94
XCEL ENERGY P O BOX 9477 MINNEAPOLIS, MN 55484	XCEL ENERGY P O BOX 9477 MINNEAPOLIS, MN 55484	TRADE DEBT		23,931.11
BAKERS ELEMENT ATTN B.W. DYER DEPT CH 19350 PALATINE, IL 60055	B.W. DYER BAKERS ELEMENT DEPT CH 19350 PALATINE, IL 60055 630-427-3400	TRADE DEBT		21,787.50
ELLINGTON ASSOCIATES 12635 SE STATE ROUTE E AGENCY, MO 64401	ELLINGTON ASSOCIATES 12635 SE STATE ROUTE E AGENCY, MO 64401 816-253-9845	TRADE DEBT		20,967.68
AB MAURI ATTN JANET LYNCH 4776 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	JANET LYNCH AB MAURI 4776 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	TRADE DEBT		17,975.00
INGREDIENTS COMPANY (THE) 28580 ORCHARD LAKE RD STE 205 FARMINGTON HILLS, MI 48834	INGREDIENTS COMPANY (THE) 28580 ORCHARD LAKE RD STE 205 FARMINGTON HILLS, MI 48834 248-539-4040	TRADE DEBT		13,197.00
GRAIN MILLERS ATTN KRIS NELSON P O BOX 1450 MINNEAPOLIS, MN 55485	KRIS NELSON GRAIN MILLERS P O BOX 1450 MINNEAPOLIS, MN 55485 800-232-6287	TRADE DEBT		12,176.48
BEARINGS & POWER TRANSMISSION 459 HARDING STREET MINNEAPOLIS, MN 55413	BEARINGS & POWER TRANSMISSION 459 HARDING STREET MINNEAPOLIS, MN 55413 612-623-3114	TRADE DEBT		10,262.45

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the PRESIDENT of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **September 27, 2011**

Signature **/s/ SHIMON HAROSH**
SHIMON HAROSH
PRESIDENT

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**WRITTEN ACTION BY SHAREHOLDERS OF
TWIN CITY BAGEL, INC. TAKEN WITHOUT A MEETING**

The undersigned, being all of the shareholders of Twin City Bagel, Inc., a Minnesota corporation (the "Company") acting pursuant to Minnesota Statute Section 302A.441 respectively, do hereby agree to the adoption of and do hereby adopt the following resolutions by consent in writing:

WHEREAS, the Articles of Incorporation and/or Bylaws of the Company provides that any action permitted to be taken at a meeting of the Shareholders may be taken by written action signed by the number of shareholders that would be required to take such action at a meeting of the Shareholders at which all shareholders are present;

WHEREAS, it is in the best interest of the Company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code; and

RESOLVED, that Michel Rouache and Shimon Harosh are authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case in the United States Bankruptcy Court on behalf of the Company and are further authorized to execute and deliver all documents necessary during the administration of the bankruptcy case;

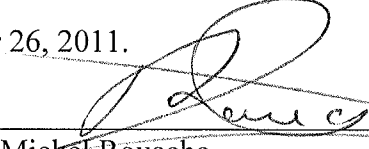
RESOLVED, that Michel Rouache and Shimon Harosh are authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds on behalf of the Company as are necessary and appropriate in connection with the administration of the bankruptcy case;

RESOLVED, that Michel Rouache and Shimon Harosh are authorized and directed to employ Michael L. Meyer, attorney and the law firm of Ravich Meyer Kirkman McGrath Nauman & Tansey, A Professional Association, to represent the Company in such bankruptcy case, and are authorized and directed to employ any other professionals needed to assist the Company in fulfilling its duties as a chapter 11 debtor;

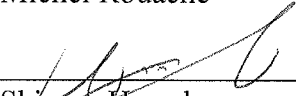
RESOLVED, that Michel Rouache and Shimon Harosh be and are authorized and directed to take any and all action necessary to carry out the intent of the foregoing resolutions and to perform the Company's obligations that arise as a result of the foregoing resolutions.

The above action is taken without a meeting by authorization in writing signed by the Shareholders require to take the same action at a meeting of Shareholders at which all shareholders are present.

This action is to be effective as of September 26, 2011.



Michel Rouache



Shimon Harosh

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

TWIN CITY BAGEL, INC.

Debtor(s).

SIGNATURE DECLARATION

Case No. _____

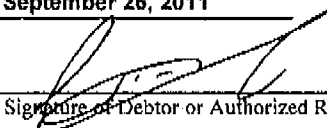
- ☐ PETITION, SCHEDULES & STATEMENTS
☐ CHAPTER 13 PLAN
☐ SCHEDULES AND STATEMENTS ACCOMPANYING VERIFIED CONVERSION
☐ AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
☐ MODIFIED CHAPTER 13 PLAN
☒ OTHER (Please describe: EMERGENCY PETITION)

I [We], the undersigned debtor(s) or authorized representative of the debtor, *make the following declarations under penalty of perjury:*

- The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- [individual debtors only] If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- [corporate and partnership debtors only] I have been authorized to file this petition on behalf of the debtor.

Date: September 26, 2011

X


Signature of Debtor or Authorized Representative

SHIMON HAROSH

Printed Name of Debtor or Authorized Representative

X

Signature of Joint Debtor

Printed Name of Joint Debtor

Form ERS I (Rev. 10/03)